

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
Debtors.) (Jointly Administered)

**ORDER PURSUANT TO SECTIONS 503(b) AND 546(c)(2) OF
THE BANKRUPTCY CODE GRANTING ADMINISTRATIVE PRIORITY
STATUS FOR RECLAMATION CLAIMS DEEMED VALID**

Upon the motion (the “Motion”)² of the debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases seeking entry of an order pursuant to sections 503(b) and 546(c)(2) of title 11 of the United States Code (as amended, the “Bankruptcy Code”) granting administrative priority status for reclamation claims deemed valid; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this

¹The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cumming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

²Capitalized terms not defined herein shall have the same meaning as in the Motion.

district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and after due deliberation and it appearing that sufficient cause exists for granting the requested relief and that the relief requested under the Motion is in the best interests of the Debtors' estates and creditors; it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that the Reclamation Claims are granted administrative priority status in the amount of the Preliminary Valid Amounts, set forth in Exhibit A and Exhibit B to this Order; and it is further

ORDERED that the Debtors shall retain the right to object to amounts listed in Exhibit A and Exhibit B as Total Deemed Invalid (except with respect to Niro Inc.) based on all applicable theories, whether at law, equity or otherwise, including without limitation, rights of offset and recoupment, and the existence of preference or other actions against the relevant Vendor; and it is further

ORDERED that, notwithstanding anything to the contrary in this Order, there has been no determination at this time as to the validity or invalidity of the reclamation claims that have been designated as "Paid" on Exhibit B with respect only to The Dow Chemical Company, Union Carbide Corporation, Hampshire Chemical Corp and INEOS L.L.C. (the "Dow Group"); and the Debtors and the Dow Group shall not seek such a determination unless the payment of such claims is challenged by any interested party, at which time all applicable theories and defenses may be raised by the Debtors and the Dow Group (whether at law, equity, or otherwise), except that the timeliness of the Dow Group to pursue such determination shall not constitute a defense against, or defeat, an otherwise valid reclamation claim; and it is further

ORDERED that the Debtors reserve their rights to modify and/or supplement the Reclamation Report and/or object to the Reclamation Claims upon the receipt of new or corrected information, including after additional research is conducted; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Wilmington, Delaware
_____, 2001

Joseph J. Farnan, Jr.
United States District Judge

Exhibit A
Summary of Reclamation Claims

	Vendor Name	Total Claim Amount	Total Paid or Deemed Invalid	Preliminary Valid Amount
1	Air Products	\$21,649	\$21,649	\$0
2	Akrochem Corporation	20,505	20,505	0
3	Atlanta Belting Co	17,424	17,424	0
4	BASF	214,412	214,412	0
5	Bayer Corporation	0	0	0
6	BCS	120,375	120,375	0
7	Cargill Inc.	23,179	23,179	0
8	Celanese	9,247	0	9,247
9	Climax Molybdenum	122,275	122,275	0
10	Crompton	2,141	2,141	0
11	Cryo Industries	28,036	0	28,036
12	Dell	38,518	13,480	25,038
13	The Dow Chemical Company	154,542	68,186	86,356
14	Union Carbide Corporation	43,731	25,536	18,195
15	Hampshire Chemical Corporation	94,187	94,187	0
16	INEOS LLC	37,252	22,640	14,612
17	Elkem	5,275	5,275	0
18	Excalibur	863	863	0
19	ExxonMobil	23,192	23,192	0
20	Floridin	11,652	11,652	0
18	Georgia Pacific	0	0	0
19	Goodyear Tire & Rubber	173,292	173,292	0
20	Greif Bros. Corporation	0	0	0
21	Huntsman Petrochemical	352,132	352,132	0
22	International Paper	183,976	142,576	41,400
23	Lehigh Portland	5,751	5,751	0

24	Leco Corporation	31,192	31,192
25	Loparex	273,920	273,920
26	Lyondell	126,734	126,734
27	Marblehead Lime, Inc	1,870	1,870
28	Niro Inc.	15,334	5,531
29	Owens Corning	66,510	66,510
30	Oxy Vinyls	55,482	55,482
31	PPG	263,343	263,343
32	Rohm & Haas Company	107,510	102,151
33	HM Royal.	10,683	10,683
34	Soprema Inc.	70,010	70,010
35	Southern Bag	135,809	68,743
36	U.S. Gypsum	19,997	19,997
37	VWR Scientific Products	58,619	58,619
38	WESCO	32,974	26,791
39	Xpedx	526	526
	Total	\$2,974,119	\$2,631,631
			<u>\$342,488</u>

Exhibit B
Reclamation Report

Vendor Name	Letter Dated	Total Claim Amount	Paid	Receipt Date	No Longer in Grace's Possession	Unsubstantiated Claims	Preliminary Valid Amount
1 Air Products	April 13, 2001	\$21,649	\$0	\$21,649 (A)	\$0	\$0	\$0
2 Akrochem Corporation	April 4, 2001	20,505	0	20,505 (A)	0	0	0
3 Atlanta Bellinc Co	May 2, 2001	17,424	0	17,424 (C)	0	0	0
4 BASF	April 4, 2001	214,412	108,105	0	76,176 (A)	30,131 (G)	0
5 Bayer Corporation	April 2, 2001	0	0	0	0	0 (B)	0
6 BCS	April 3, 2001	120,375	10,277	0	110,098 (A)	0	0
7 Cargill Inc.	April 2, 2001	23,179	23,179	0	0	0	0
8 Celanese	April 3, 2001	9,247	0	0	0	0	9,247 (E)
9 Climax Molybdenum	April 3, 2001	122,275	0	0	122,275 (A)	0	0
10 Crompton	April 11, 2001	2,141	0	0	2,141 (A)	0	0
11 Cyro Industries	April 5, 2001	28,036	0	0	0	0	28,036 (E)
12 Dell	April 6, 2001	38,518	0	0	0	13,480 (D)	25,038
13 The Dow Chemical Company	April 3, 2001	154,542	68,186	0	0	0	86,356
14 Union Carbide Corporation	April 3, 2001	43,731	20,617	0	4,919 (A)	0	18,195
15 Hampshire Chemical Corp.	April 3, 2001	94,187	86,258	0	7,929 (A)	0	0
16 INEOS LLC	April 3, 2001	37,252	19,212	0	3,428 (A)	0	14,612
17 Elkem	April 3, 2001	5,275	0	0	5,275 (A)	0	0
18 Excalibur	May 8, 2001	863	863	0	0	0	0
19 ExxonMobil	April 11, 2001	23,192	23,192	0	0	0	0
20 Floridina	April 10, 2001	11,652	0	0	8,502 (A)	3,150 (G)	0
21 Goodyear Tire & Rubber	April 2, 2001	0	0	0	0	0 (B)	0
22 Huntsman Petrochemical	April 5, 2001	173,292	34,424	138,869 (G)	0	0	0
23 International Paper	April 2, 2001	0	0	0	0	0	0
24 Lehigh Portland	April 2, 2001	31,192	0	0	0	0	0
25 Loparex	April 11, 2001	273,920	0	0	190,800 (A)	83,120 (G)	0
26 Lyondell	April 3, 2001	126,734	126,734	0	0	0	0
27 Marblehead Lime, Inc	April 12, 2001	1,870	0	0	1,870 (A)	0	0
28 Nitro Inc.	April 18, 2001	15,334	583	0	2,983 (A)	0	0
29 Owens Corning	April 2, 2001	31,192	0	0	0	0	31,192 (E)
30 Oxy Vinyls	April 6, 2001	273,920	0	0	0	0	0
31 PPG	April 9, 2001	263,343	0	0	263,343 (A)	0	0
32 Rohm & Haas Company	April 5, 2001	107,510	36,661	65,520 (G)	0	0	5,359 (E)
33 HM Royal	April 6, 2001	10,683	3,930	0	6,753 (A)	0	0
34 Soprema Inc.	April 11, 2001	70,010	0	0	0	0	0
35 Southern Bag	April 12, 2001	135,809	0	0	68,743 (A)	0	67,066 (E)
36 U.S. Gypsum	April 5, 2001	19,997	5,061	0	9,904 (A)	5,032 (G)	0
37 VWR Scientific Products	April 4, 2001	58,619	0	0	0	0	0
38 WESCO	April 3, 2001	32,974	0	16,928 (G)	26,760 (A)	9,863 (G)	6,183 (E)
39 Xpedx	April 17, 2001	526	0	526 (C)	0	0	0
Total		\$2,974,119	\$994,321	\$239,267	\$1,122,912	\$302,121	\$342,488

Notes:

- (A) The product was consumed by Grace prior to Grace receiving the reclamation notice.
- (B) The reclamation request contained no invoice numbers or claim amounts. Grace was unable to identify the goods in question.
- (C) The notice of reclamation is dated more than 20 days after Grace received the subject goods.

(D) Dell did not supply sufficient information to match claims with invoices in the amount of \$13,479.97. The remaining \$25,037.70 of materials were on hand when the reclamation demand was received.

(E) Inventory or materials were on hand at the time the notice of reclamation was received.

(F) Goods were received more than 10 days prior to the petition filing date.

(G) Insufficient information was available to match claim with invoices.